

EXHIBIT A

OCP Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Objection Deadline:

June 10, 2025 at 4:00 p.m. (ET)

DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL

I, Richard Greenstein, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am a partner in the law firm of DLA Piper LLP (US) (the “Firm”) which maintains offices at numerous locations throughout the world. My office is located at 1201 West Peachtree Street, Suite 2900, Atlanta, GA 30309-3449.

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

2. This Declaration is submitted in connection with the *Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2* [Docket No. 355] (the “OCP Order”) entered by the United States Bankruptcy Court for the District of Delaware, dated December 6, 2024, authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases (collectively, these “Chapter 11 Cases”).

3. The Firm is a legal services firm.

4. The Firm has represented and advised the Debtors as outside counsel with respect to issues of franchise law for many years. The Firm’s representation of Franchise Group, Inc. (“FRG”) commenced in October of 2020; its representation of Buddy’s Franchising and Licensing, LLC (“Buddy’s”) commenced in January of 2013; and its representation of The Vitamin Shoppe (“Vitamin Shoppe”) commenced in December of 2019.

5. As of the Petition Date, the Firm held a retainer from Buddy’s in the amount of \$750.00, a retainer from Vitamin Shoppe in the amount of \$12,500.00, and it did not hold any retainer from FRG.

6. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to section 327 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) with respect to matters of franchise law.

7. The Firm’s current standard hourly rates, subject to change from time to time, are from \$540 for paralegals to \$1,715 for partners. In the normal course of business, the Firm revises its standard hourly rates and advises that, effective January 1 of each year, the

aforementioned rates will be adjusted to the standard hourly rates that will be in effect at that time.

8. The Firm does keep in the ordinary course of business time records in one-tenth-of-an-hour increments.

9. To the best of my knowledge, formed after due inquiry, neither I nor any professional employed by the Firm is a relative of the United States Bankruptcy Judge assigned to these Chapter 11 Cases, and the Firm does not have any connection with the United States Bankruptcy Judge, the Office of the United States Trustee, or any person employed by the Office of the United States Trustee that would render the Firm's retention in these Chapter 11 Cases improper.

10. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any professional thereof has any connection with, or currently represents, any of the Debtors' creditors or other parties in interest with respect to the matters upon which it is to be engaged.

11. In addition, although unascertainable at this time after due inquiry, by virtue of the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may have in the past represented, currently represent, and may in the future represent entities and individuals that are creditors of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm does not and will not represent any such entity in connection with these Chapter 11 Cases and does not have any relationship with any creditor that would be adverse to the Debtors or their estates. I believe that the Firm's representation of such entities in matters entirely unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such representation impair the Firm's ability to represent the Debtors in these Chapter 11 Cases.

12. The Firm's process of ascertaining whether it holds or represents an interest adverse to the Debtors, their estates, or any class of creditors or equity interest holders consists of the following: Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Firm obtained a list of interested parties (the "Interested Parties List") from counsel to the Debtors, which list included the Debtors, their creditors, other parties in interest, and certain professionals employed in the above-captioned chapter 11 cases (the "Interested Parties"). The Firm then reviewed its internal database of current and former clients to search for any connections between the Firm and any of the Interested Parties. The Firm's review of such Interested Parties identified the certain connections, including current and prior representations, attached hereto as Schedule 1.

13. The Firm does not perform services for any of the Interested Parties that relate to the Debtors or the above-captioned chapter 11 cases, or have any relationship with any such person, their attorneys or their accountants that would be adverse to the Debtors or their estates.

14. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as identified to the Firm, with respect to the matter in which the Firm will be engaged.

15. In the past calendar year, the Firm was paid a total of \$107,817.00 by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. The Firm is currently owed \$8,832.51 on account of prepetition services.

16. I also understand the limitations on compensation and reimbursement of expenses under the OCP Order. Specifically, the Firm understands that in the event its fees and expenses exceed a total of \$50,000 per month, on average, over a rolling three-month period, the Firm will

be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with sections 330, 331, and 504(b) of the Bankruptcy Code, Bankruptcy Rule 2016, rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and any applicable procedures or orders of the Court.

17. Except as set forth herein, no promises have been received by the Firm or any partner, associate, or other professional thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of the Court.

18. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these Chapter 11 Cases with another party or person, other than as permitted by the Bankruptcy Rules.

19. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

/s/ Richard Greenstein

Richard Greenstein
DLA Piper LLP (US)
1201 West Peachtree Street
Suite 2900
Atlanta, GA

Schedule 1

Interested Party Connections

Party Name¹	Relationship to Debtors²	Relationship to DLA³
Franchise Group Inc. (and related Franchise Group affiliates)	Debtors	Current clients and affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
B. Riley Private Shares 2023-2 QP, LLC	5% or Greater Equity Holders	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
B. Riley Securities, Inc.	5% or Greater Equity Holders	Current client and affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
BRF Investments, LLC	5% or Greater Equity Holders	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Vintage Opportunity Partners, L.P.	5% or Greater Equity Holders	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Mike Gray	Directors and Officers	Potential client on matters unrelated to the Debtors or these Chapter 11 Cases. ⁴
Alter Domus (US) LLC	Administrative and Collateral Agents	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
JPMorgan Chase Bank, N.A.	Administrative and Collateral Agents	Current client and affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.

¹ Where a party and the Debtors maintain multiple relationships, the Debtors listed such parties under each applicable category on the Debtors' Interested Parties List. Where numerous affiliated entities appeared in the Debtors' Interested Parties List, the DLA Piper performed conflicts searches for all such entities, yet herein list only the most generic and generally applicable name for such affiliated entities.

² This column lists the relationship(s) between the party and the Debtors as reported on the Debtors' Interested Parties List.

³ A "current client" is an entity for which DLA Piper is presently engaged; a "former client" is an entity for which there were no active matters as of the date hereof, but there may in the future be active matters. Use of the word "potential" before such designations signifies entities for which DLA was unable to determine whether any similarities of names were a coincidence or whether the party in interest is related to a client in DLA's databases. DLA does not represent any "potential" clients in matters related to the Debtors or these Chapter 11 Cases. The identification of a party in interest herein is not an admission of a conflict, disabling or otherwise.

⁴ Included for completeness as we could not determine whether this is the same individual as the director/officer in the proceeding.

Flexport	Significant Suppliers and Vendors	Current and client on matters unrelated to the Debtors or these Chapter 11 Cases.
Garden of Life	Significant Suppliers and Vendors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Korber Supply Chain US, Inc.	Significant Suppliers and Vendors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Mars Petcare	Significant Suppliers and Vendors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Media Works, Ltd.	Significant Suppliers and Vendors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Merrick Pet Foods Inc	Significant Suppliers and Vendors	Affiliate of former client on matters unrelated to the Debtors or these Chapter 11 Cases.
ODP Business Solutions, LLC (Office Depot)	Significant Suppliers and Vendors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Optimum Nutrition	Significant Suppliers and Vendors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Origin	Significant Suppliers and Vendors	Potential client on matters unrelated to the Debtors or these Chapter 11 Cases. ⁵
Pro-Form Laboratories	Significant Suppliers and Vendors	Current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Royal Canin	Significant Suppliers and Vendors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Uber Freight US LLC	Significant Suppliers and Vendors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.

⁵ Included for completeness as DLA has several clients with “Origin” in their names, and DLA could not determine with certainty whether this is related to the DLA clients.

WEX Bank	Significant Suppliers and Vendors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Aquatic & Reptile - Central Garden & Pet	Top Unsecured Creditors	Current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Assurant Inc.	Top Unsecured Creditors	Current client and affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Champion Petfoods USA	Top Unsecured Creditors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Coyote Logistics	Top Unsecured Creditors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Elanco US Inc	Top Unsecured Creditors	Current client and affiliate of former client on matters unrelated to the Debtors or these Chapter 11 Cases.
EMA Electrolux/Frigidaire	Top Unsecured Creditors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
GE Appliances/GE General Electric-Haier US Appliance	Top Unsecured Creditors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Hill's Pet Nutrition	Top Unsecured Creditors	Current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Lowes Companies Inc	Top Unsecured Creditors	Former client on matters unrelated to the Debtors or these Chapter 11 Cases.
Nestle Purina Petcare Company	Top Unsecured Creditors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Premier Nutrition Company, LLC	Top Unsecured Creditors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Surest/UnitedHealthcare Inc.	Top Unsecured Creditors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.

Transform Holdco LLC (3PL)	Top Unsecured Creditors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
UPS (Ocean Freight)	Top Unsecured Creditors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Whirlpool	Top Unsecured Creditors	Current and former client on matters unrelated to the Debtors or these Chapter 11 Cases.
JDM Capital, LLC Landlords & Lessors	Landlords & Lessors	Potential affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases. ⁶
Amerco Real Estate Company	Landlords & Lessors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Ares Holdings, L.L.C.	Landlords & Lessors	Potential affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases. ⁷
Chicago Title & Trust Company, As Trustee Under Trust Agreement Dated 10/10/1984 and Known as Trust No. 1086065	Landlords & Lessors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Combined Properties Limited Partnership	Landlords & Lessors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Costco-Innovel Owner LLC/ Costco-Innovel Properties LLC	Landlords & Lessors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Exchange Right Value-Add Portfolio 2 Master Lessee, LLC	Landlords & Lessors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
GLL BVK Properties, L.P.	Landlords & Lessors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.

⁶ Included for completeness as DLA has several clients with, “JDM” in their names, and DLA could not determine with certainty whether this is related to the DLA clients.

⁷ Included for completeness as DLA represents several “Ares” clients and DLA could not determine with certainty whether this is related to the DLA clients.

Inland Commercial Real Estate Services LLC	Landlords & Lessors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Kings Mountain Investments	Landlords & Lessors	Potential affiliate of former client on matters unrelated to the Debtors or these Chapter 11 Cases. ⁸
KRG Houston Royal Oaks Village II, LLC/ KRG Plaza Green, LLC	Landlords & Lessors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Lincoln Associates	Landlords & Lessors	Affiliate of current and former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Prologis Targeted U.S. Logistics Fund, L.P.	Landlords & Lessors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Realty Income Corporation	Landlords & Lessors	Current client and affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Regions Bank as Trustee of the Thomas H. Willings Jr. Family Trust	Landlords & Lessors	Former client on matters unrelated to the Debtors or these Chapter 11 Cases.
Repwest Insurance Company	Landlords & Lessors	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Sears Authorized Hometown Stores, LLC	Landlords & Lessors	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Engie Resources LLC	Significant Counterparties to Material Agreements	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
AlixPartners LLP	Professionals	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Davis Polk & Wardwell LLP	Professionals	Current client on matters unrelated to the Debtors or these Chapter 11 Cases.

⁸ Included for completeness as DLA represents an affiliate of KP Kings Mountain Investment Fund LLC, which may be related to this interested party.

Deloitte & Touche LLP	Professionals	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Ernst & Young	Professionals	Current client and affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Evercore LP	Professionals	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Gordon Brothers Asset Advisors, LLC	Professionals	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Grant Thornton LLP	Professionals	Current client and affiliate of former clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Guggenheim Securities, LLC	Professionals	Current client and affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Hilco Merchant Resources, LLC/ Hilco Real Estate, LLC	Professionals	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Kroll Restructuring Administration LLC	Professionals	Affiliate of current clients on matters unrelated to the Debtors or these Chapter 11 Cases.
Latham & Watkins LLP	Professionals	Current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Lazard Group LLC	Professionals	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Paul Hastings LLP	Professionals	Affiliate of current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Ryan, LLC	Professionals	Former client on matters unrelated to the Debtors or these Chapter 11 Cases.
Sheppard Mullin Richter & Hampton LLP	Professionals	

White & Case LLP	Professionals	Current client on matters unrelated to the Debtors or these Chapter 11 Cases.
Willkie Farr & Gallagher LLP	Professionals	Current client on matters unrelated to the Debtors or these Chapter 11 Cases.